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Robert J. Lemons

Attorneys for Debtors  
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re	: Chapter 11 Case No.
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	: 08-13555 (JMP)
Debtors.	: (Jointly Administered)
-----X	

**NOTICE OF FILING OF REVISED PROPOSED ORDER  
GRANTING DEBTORS' ONE HUNDRED EIGHTY-FOURTH  
OMNIBUS OBJECTION TO CLAIMS (CLAIMS OF WESTERNBANK PUERTO RICO)**

In connection with the hearing to be held on November 30, 2011 at 10:00 a.m.  
with respect to the *Debtor's One Hundred Eighty-Fourth Omnibus Objection to Claims (Claims of Westernbank Puerto Rico)* [Docket No. 19415] (the "Objection"), Lehman Brothers Holdings Inc. and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession, hereby file a revised form of proposed order granting the Objection (the "Revised Order").

Attached hereto as “Exhibit A” is a clean copy of the proposed Revised Order,  
and attached hereto as “Exhibit B” is a blacklined copy of the proposed Revised Order, which is  
marked against the version filed with the Motion.

Dated: November 14, 2011  
New York, New York

/s/ Robert J. Lemons

Robert J. Lemons

WEIL, GOTSHAL & MANGES LLP

767 Fifth Avenue

New York, New York 10153

Telephone: (212) 310-8000

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Attorneys for Debtors  
and Debtors in Possession

**EXHIBIT A**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
In re : Chapter 11 Case No.  
 :  
LEHMAN BROTHERS HOLDINGS INC., *et al.*, : 08-13555 (JMP)  
 :  
Debtors. : (Jointly Administered)  
-----X

**ORDER GRANTING DEBTORS'  
ONE HUNDRED EIGHTY-FOURTH OMNIBUS  
OBJECTION TO CLAIMS (CLAIMS OF WESTERNBANK PUERTO RICO)**

Upon the one hundred eighty-fourth omnibus objection to claims, dated August 22, 2011 (the "Debtors' One Hundred Eighty-Fourth Omnibus Objection to Claims"),<sup>1</sup> of Lehman Brothers Holdings Inc. and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the "Debtors"), pursuant to section 502 of title 11 of the United States Code (the "Bankruptcy Code"), Rule 3007 of the Federal Rules of Bankruptcy Procedure, and this Court's order approving procedures for the filing of omnibus objections to proofs of claim [Docket No. 6664], seeking disallowance and expungement of the certain claims filed on behalf of Westernbank Puerto Rico dated September 18, 2009 identified on Exhibit A attached hereto (the "Westernbank Claims") on the basis that the Debtors have no liability for such claims, all as more fully described in the Debtors' One Hundred Eighty-Fourth Omnibus Objection to Claims; and it appearing that the FDIC was appointed receiver of Westernbank on April 30, 2010; and it further appearing that by operation of law, as of April 30, 2010, the FDIC as Receiver became the holder of the Westernbank Claims identified in Exhibit A; and due and

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<sup>1</sup> Terms not defined herein shall have the same meaning ascribed to them in the Debtors' One Hundred Eighty-Fourth Omnibus Objection to Claims.

proper notice of the Debtors' One Hundred Eighty-Fourth Omnibus Objection to Claims having been provided, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Debtors' One Hundred Eighty-Fourth Omnibus Objection to Claims is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Debtors' One Hundred Eighty-Fourth Omnibus Objection to Claims establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the relief requested in the Debtors' One Hundred Eighty-Fourth Omnibus Objection to Claims is granted to the extent provided herein; and it is further

ORDERED that pursuant to section 502(b) of the Bankruptcy Code, the Westernbank Claims identified in Exhibit A, and solely such Westernbank Claims identified in Exhibit A, are disallowed and expunged in their entirety with prejudice; and it is further

ORDERED that the Debtors' Court-appointed claims agent is authorized and directed to reflect that the Westernbank Claims ~~as~~ identified in Exhibit A, and solely such Westernbank Claims identified in Exhibit A, are disallowed and expunged pursuant to this Order; and it is further

ORDERED, that nothing in this Order, nor the disallowance and expungement of the Westernbank Claims identified in Exhibit A pursuant to the terms hereto, shall in any way be deemed to disallow, expunge or in any other way prejudice or affect any claim(s) not identified in Exhibit A against either the Debtors, Lehman Brothers, Inc. ("LBI") in the SIPA liquidation of LBI, Case No. 08-01420 (JMP)(SIPA) or otherwise (the "Surviving Claims"); and it is further

ORDERED that the nothing in this Order or disallowance and expungement of the Westernbank Claims identified in Exhibit A constitutes any admission or finding with respect to any of the Surviving Claims; and it is further

ORDERED that this Order has no res judicata, estoppel, or other effect on the validity, allowance, or disallowance of, and all rights to object and defend on any basis are expressly reserved with respect to, the Surviving Claims; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: July\_\_\_\_\_, 2011  
New York, New York

**EXHIBIT A**

<b><u>Claim Number</u></b>	<b><u>Claimant</u></b>	<b><u>Debtor</u></b>	<b><u>Date</u></b>	<b><u>Amount of Claim</u></b>
<a href="#"><u>16302</u></a>	<a href="#"><u>Westernbank Puerto Rico</u></a>	<a href="#"><u>Lehman Brothers Derivative Products Inc.</u></a>	<a href="#"><u>9/18/2009</u></a>	<a href="#"><u>\$139,276,230.40</u></a>
<a href="#"><u>16303</u></a>	<a href="#"><u>Westernbank Puerto Rico</u></a>	<a href="#"><u>Lehman Commercial Paper Inc.</u></a>	<a href="#"><u>9/18/2009</u></a>	<a href="#"><u>\$139,276,230.40</u></a>
<a href="#"><u>16304</u></a>	<a href="#"><u>Westernbank Puerto Rico</u></a>	<a href="#"><u>Lehman Brothers Commercial Corporation</u></a>	<a href="#"><u>9/18/2009</u></a>	<a href="#"><u>\$139,276,230.40</u></a>
<a href="#"><u>16305</u></a>	<a href="#"><u>Westernbank Puerto Rico</u></a>	<a href="#"><u>Lehman Brothers Financial Products Inc.</u></a>	<a href="#"><u>9/18/2009</u></a>	<a href="#"><u>\$139,276,230.40</u></a>
<a href="#"><u>16306</u></a>	<a href="#"><u>Westernbank Puerto Rico</u></a>	<a href="#"><u>Lehman Scottish Finance L.P.</u></a>	<a href="#"><u>9/18/2009</u></a>	<a href="#"><u>\$139,276,230.40</u></a>
<a href="#"><u>16307</u></a>	<a href="#"><u>Westernbank Puerto Rico</u></a>	<a href="#"><u>CES Aviation LLC</u></a>	<a href="#"><u>9/18/2009</u></a>	<a href="#"><u>\$139,276,230.40</u></a>
<a href="#"><u>16308</u></a>	<a href="#"><u>Westernbank Puerto Rico</u></a>	<a href="#"><u>CES Aviation V LLC</u></a>	<a href="#"><u>9/18/2009</u></a>	<a href="#"><u>\$139,276,230.40</u></a>
<a href="#"><u>16309</u></a>	<a href="#"><u>Westernbank Puerto Rico</u></a>	<a href="#"><u>CES Aviation IX LLC</u></a>	<a href="#"><u>9/18/2009</u></a>	<a href="#"><u>\$139,276,230.40</u></a>
<a href="#"><u>16310</u></a>	<a href="#"><u>Westernbank Puerto Rico</u></a>	<a href="#"><u>East Dover Limited</u></a>	<a href="#"><u>9/18/2009</u></a>	<a href="#"><u>\$139,276,230.40</u></a>
<a href="#"><u>16311</u></a>	<a href="#"><u>Westernbank Puerto Rico</u></a>	<a href="#"><u>Luxembourg Residential Properties Loan Finance S.a.r.l.</u></a>	<a href="#"><u>9/18/2009</u></a>	<a href="#"><u>\$139,276,230.40</u></a>
<a href="#"><u>16312</u></a>	<a href="#"><u>Westernbank Puerto Rico</u></a>	<a href="#"><u>BNC Mortgage LLC</u></a>	<a href="#"><u>9/18/2009</u></a>	<a href="#"><u>\$139,276,230.40</u></a>
<a href="#"><u>16313</u></a>	<a href="#"><u>Westernbank Puerto Rico</u></a>	<a href="#"><u>Structured Assets Securities Corporation</u></a>	<a href="#"><u>9/18/2009</u></a>	<a href="#"><u>\$139,276,230.40</u></a>
<a href="#"><u>16314</u></a>	<a href="#"><u>Westernbank Puerto Rico</u></a>	<a href="#"><u>LB Rose Ranch LLC</u></a>	<a href="#"><u>9/18/2009</u></a>	<a href="#"><u>\$139,276,230.40</u></a>
<a href="#"><u>16315</u></a>	<a href="#"><u>Westernbank Puerto Rico</u></a>	<a href="#"><u>LB 2080 Kalakaua Owners LLC</u></a>	<a href="#"><u>9/18/2009</u></a>	<a href="#"><u>\$139,276,230.40</u></a>
<a href="#"><u>16483</u></a>	<a href="#"><u>Westernbank Puerto Rico</u></a>	<a href="#"><u>Lehman Brothers Holdings Inc.</u></a>	<a href="#"><u>9/18/2009</u></a>	<a href="#"><u>\$139,276,230.40</u></a>
<a href="#"><u>16484</u></a>	<a href="#"><u>Westernbank Puerto Rico</u></a>	<a href="#"><u>LB 745 LLC</u></a>	<a href="#"><u>9/18/2009</u></a>	<a href="#"><u>\$139,276,230.40</u></a>
<a href="#"><u>16485</u></a>	<a href="#"><u>Westernbank Puerto Rico</u></a>	<a href="#"><u>PAMI Stater Arms LLC</u></a>	<a href="#"><u>9/18/2009</u></a>	<a href="#"><u>\$139,276,230.40</u></a>
<a href="#"><u>16486</u></a>	<a href="#"><u>Westernbank Puerto Rico</u></a>	<a href="#"><u>Lehman Brothers Commodity Services Inc.</u></a>	<a href="#"><u>9/18/2009</u></a>	<a href="#"><u>\$139,276,230.40</u></a>
<a href="#"><u>16487</u></a>	<a href="#"><u>Westernbank Puerto Rico</u></a>	<a href="#"><u>Lehman Brothers Special Financing Inc.</u></a>	<a href="#"><u>9/18/2009</u></a>	<a href="#"><u>\$139,276,230.40</u></a>
<a href="#"><u>16488</u></a>	<a href="#"><u>Westernbank Puerto Rico</u></a>	<a href="#"><u>Lehman Brothers OTC Derivatives Inc.</u></a>	<a href="#"><u>9/18/2009</u></a>	<a href="#"><u>\$139,276,230.40</u></a>

**EXHIBIT B**



**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
**In re** : **Chapter 11 Case No.**  
 :  
**LEHMAN BROTHERS HOLDINGS INC., et al.,** : **08-13555 (JMP)**  
 :  
**Debtors.** : **(Jointly Administered)**  
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**ORDER GRANTING DEBTORS'  
ONE HUNDRED EIGHTY-FOURTH OMNIBUS  
OBJECTION TO CLAIMS (CLAIMS OF WESTERNBANK PUERTO RICO)**

Upon the one hundred eighty-fourth omnibus objection to claims, dated August 22, 2011 (the "Debtors' One Hundred Eighty-Fourth Omnibus Objection to Claims"),<sup>1</sup> of Lehman Brothers Holdings Inc. and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the "Debtors"), pursuant to section 502 of title 11 of the United States Code (the "Bankruptcy Code"), Rule 3007 of the Federal Rules of Bankruptcy Procedure, and this Court's order approving procedures for the filing of omnibus objections to proofs of claim [Docket No. 6664], seeking disallowance and expungement of the certain claims filed on behalf of Westernbank Puerto Rico dated September 18, 2009 identified on Exhibit A attached hereto (the "Westernbank Claims") on the basis that the Debtors have no liability for such claims, all as more fully described in the Debtors' One Hundred Eighty-Fourth Omnibus Objection to Claims; and it appearing that the FDIC was appointed receiver of Westernbank on April 30, 2010; and it further appearing that by operation of law, as of April 30, 2010, the FDIC as Receiver became the holder of the Westernbank Claims identified in Exhibit A; and due and proper notice of the Debtors' One Hundred Eighty-Fourth Omnibus Objection to Claims

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<sup>1</sup> Terms not defined herein shall have the same meaning ascribed to them in the Debtors' One Hundred Eighty-Fourth Omnibus Objection to Claims.

having been provided, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Debtors' One Hundred Eighty-Fourth Omnibus Objection to Claims is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Debtors' One Hundred Eighty-Fourth Omnibus Objection to Claims establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the relief requested in the Debtors' One Hundred Eighty-Fourth Omnibus Objection to Claims is granted to the extent provided herein; and it is further

ORDERED that pursuant to section 502(b) of the Bankruptcy Code, the Westernbank Claims identified in Exhibit A, and solely such Westernbank Claims identified in Exhibit A, are disallowed and expunged in their entirety with prejudice; and it is further

ORDERED that the Debtors' Court-appointed claims agent is authorized and directed to reflect that the Westernbank Claims identified in Exhibit A, and solely such Westernbank Claims identified in Exhibit A, are disallowed and expunged pursuant to this Order; and it is further

ORDERED, that nothing in this Order, nor the disallowance and expungement of the Westernbank Claims identified in Exhibit A pursuant to the terms hereto, shall in any way be deemed to disallow, expunge or in any other way prejudice or affect any claim(s) not identified in Exhibit A against either the Debtors, Lehman Brothers, Inc. ("LBI") in the SIPA liquidation of LBI, Case No. 08-01420 (JMP)(SIPA) or otherwise (the "Surviving Claims"); and it is further

ORDERED that the nothing in this Order or disallowance and expungement

of the Westernbank Claims identified in Exhibit A constitutes any admission or finding with respect to any of the Surviving Claims; and it is further

ORDERED that this Order has no res judicata, estoppel, or other effect on the validity, allowance, or disallowance of, and all rights to object and defend on any basis are expressly reserved with respect to, the Surviving Claims; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: July\_\_\_\_\_, 2011  
New York, New York

**EXHIBIT A**

<b>Claim Number</b>	<b>Claimant</b>	<b>Debtor</b>	<b>Date</b>	<b>Amount of Claim</b>
16302	Westernbank Puerto Rico	Lehman Brothers Derivative Products Inc.	9/18/2009	\$139,276,230.40
16303	Westernbank Puerto Rico	Lehman Commercial Paper Inc.	9/18/2009	\$139,276,230.40
16304	Westernbank Puerto Rico	Lehman Brothers Commercial Corporation	9/18/2009	\$139,276,230.40
16305	Westernbank Puerto Rico	Lehman Brothers Financial Products Inc.	9/18/2009	\$139,276,230.40
16306	Westernbank Puerto Rico	Lehman Scottish Finance L.P.	9/18/2009	\$139,276,230.40
16307	Westernbank Puerto Rico	CES Aviation LLC	9/18/2009	\$139,276,230.40
16308	Westernbank Puerto Rico	CES Aviation V LLC	9/18/2009	\$139,276,230.40
16309	Westernbank Puerto Rico	CES Aviation IX LLC	9/18/2009	\$139,276,230.40
16310	Westernbank Puerto Rico	East Dover Limited	9/18/2009	\$139,276,230.40
16311	Westernbank Puerto Rico	Luxembourg Residential Properties Loan Finance S.a.r.l.	9/18/2009	\$139,276,230.40
16312	Westernbank Puerto Rico	BNC Mortgage LLC	9/18/2009	\$139,276,230.40
16313	Westernbank Puerto Rico	Structured Assets Securities Corporation	9/18/2009	\$139,276,230.40
16314	Westernbank Puerto Rico	LB Rose Ranch LLC	9/18/2009	\$139,276,230.40
16315	Westernbank Puerto Rico	LB 2080 Kalakaua Owners LLC	9/18/2009	\$139,276,230.40
16483	Westernbank Puerto Rico	Lehman Brothers Holdings Inc.	9/18/2009	\$139,276,230.40
16484	Westernbank Puerto Rico	LB 745 LLC	9/18/2009	\$139,276,230.40
16485	Westernbank Puerto Rico	PAMI Stater Arms LLC	9/18/2009	\$139,276,230.40
16486	Westernbank Puerto Rico	Lehman Brothers Commodity Services Inc.	9/18/2009	\$139,276,230.40
16487	Westernbank Puerto Rico	Lehman Brothers Special Financing Inc.	9/18/2009	\$139,276,230.40
16488	Westernbank Puerto Rico	Lehman Brothers OTC Derivatives Inc.	9/18/2009	\$139,276,230.40